

CIS.1009.8.83/9.1.84B
KARL B. McMILLEN -- 12/21/84

14535
REGISTRATION NO. _____ Filed 1425

JAN 11 1985 - 9 45 AM

ASSIGNMENT OF LEASE

INTERSTATE COMMERCE COMMISSION

COPY

CFS PLANNING CORPORATION, a California corporation with an office and place of business at 8383 Wilshire Boulevard, Suite 650, Beverly Hills, California 90211, ("Assignor") in consideration of One Dollar (\$1.00) lawful money of the United States of America and other good and valuable considerations, the receipt of which is hereby acknowledged, hereby assigns, transfers and sets over unto KARL B. McMILLEN, an individual with an office and place of business at 14600 South Hindry Avenue, Hawthorne, California 90250, ("Assignee") and unto the Assignee's successors and assigns, all of Assignor's right, title and interest in and to the User Lease (as defined in the "Purchase Agreement", dated December 20, 1984, between Assignor, as seller, and Assignee, as buyer) including any renewal or extension thereof; provided, however, that this Assignment and all rights conveyed hereby are expressly made subject and subordinate to the Bank Lien, the Initial Purchaser Lien and the Seller's Lien.

Assignor agrees that at any time and from time to time, upon the written request of Assignee, Assignor will promptly and duly execute and deliver any and all such further instruments and documents as Assignee may reasonably require in obtaining the full benefits of this Assignment and of the rights and powers granted herein.

Exhibit H-1

This Assignment may not be altered, modified or amended except by a written amendment signed by the party adversely affected.

The rights and obligations of the parties hereto shall inure to the benefit of, and shall be binding and enforceable upon, the respective successors, assigns and transferees of the parties hereto.

This Assignment shall be governed by, and interpreted under, the laws of the State of California applicable to contracts made and to be performed therein, without giving effect to the principles of conflict of laws.

This Assignment shall be acknowledged by the parties hereto and subsequently recorded with the Interstate Commerce Commission pursuant to Section 11303 of Title 49 of the United States Code as soon as reasonably possible after the execution of this Assignment.

This Assignment may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same agreement.

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IN WITNESS WHEREOF, Assignor has executed this
Assignment as of this 20th day of December, 1984.

ASSIGNOR:

CFS PLANNING CORPORATION,
California corporation

By: 

Burt Rosenmeyer,
President

ACCEPTED AND AGREED TO this 20th day of December, 1984.

ASSIGNEE:

KARL B. MCMILLEN,
an individual

By: 

(Authorized Signatory)

EXHIBIT "A"

DESCRIPTION OF EQUIPMENT

QTY.	DESCRIPTION	ROAD NUMBER			
2	General Motors Corporation, Electromotive Division, Model GP38, 2000 horsepower, 4 axle diesel electric locomotives.	300	301		
10	General Motors Corporation, Electromotive Division, Model GP40, 3000 horsepower, 4 axle diesel electric locomotives.	211	212	213	214
		215	216	217	218
		219	220		

ASSET VALUE: \$1,930,435

EQUIPMENT LOCATION: The locomotives will be used by the Missouri-Kansas-Texas Railroad Company on its 3000 mile route system in Missouri, Kansas and Texas.

BANK: Chemical Business Credit Corporation
INITIAL TERM: 144 months
START DATE: June 1, 1983


AFFIDAVIT OF BURT ROSENMEYER

STATE OF CALIFORNIA } SS
COUNTY OF LOS ANGELES }


BURT ROSENMEYER, being duly sworn states as follows:

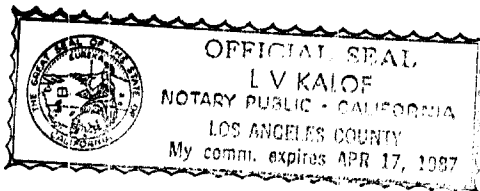
1. I am the President of CFS Planning Corporation, a California corporation ("CFS"), and I am authorized to make this Affidavit for and on its behalf. I know the following facts of my own personal knowledge and could and would testify competently thereto.

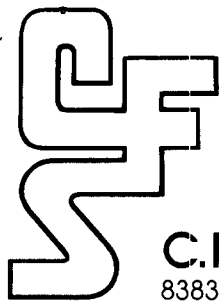
2. The copies of the Security Agreements, and Assignments of Lease, dated December 20, 1984, attached hereto, and made a part hereof, are certified by the undersigned to be true and correct copies of the originals of each of the respective documents.


Burt Rosenmeyer, President
CFS Planning Corporation

Sworn to before this 9th day of January, 1985.


Notary Public





C.F.S. PLANNING CORPORATION

8383 Wilshire Boulevard, Suite 650, Beverly Hills, California 90211 / Phone: (213) 653-1500 / Tlx. 4720915

January 18, 1985

PERSONAL AND CONFIDENTIAL

Interstate Commerce Commission
12th Street and Constitution, Northwest
Recordation Division
Room 2303
Washington- D.C. 20001

Attention: Mrs. Mildred Lee

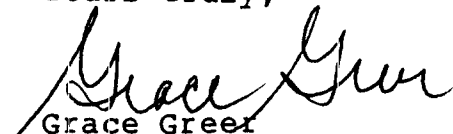
Dear Mrs. Lee:

Recently, I sent documents to the ICC for recordation pursuant to an original file #14507. I have enclosed the documents returned to our office by the ICC with respect to the subsequent recording, January 11, 1985, of documents filed under the filing #'s 14534A, 14534, 14535A, 14535.

I would appreciate it if you would return the "original" copies of the enclosed documents to my attention, as they are required to complete the legal documentation concerning the purchase of this equipment. I have retained the Assignment of Lease, document file #14535A, as it was an original document.

Thank you for your assistance.

Yours truly,


Grace Greer
Legal Department

Enc.

GG:cb